

**AMENDED AND RESTATED BYLAWS
OF
VERDANTE AT WESTLAND ESTATES
PROPERTY OWNERS ASSOCIATION**

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ARTICLE 1

GENERAL PROVISIONS

1.1 Principal Office. The principal office of this corporation shall be located at the place as is designated in the Articles of Incorporation or such other place as the Association may designate from time to time in accordance with the Arizona statutes governing nonprofit corporations, but meetings of members and directors may be held at such other place within the State of Arizona as may be designated by the Board of Directors.

1.2 Defined Terms. Capitalized terms used in these Bylaws without definition shall have the meanings specified for such terms in the Declaration of Covenants, Conditions and Restrictions for Verdante at Westland Estates recorded as Instrument No. 97-0717178, records of Maricopa County, Arizona, as amended from time to time.

1.3 Conflicting Provisions; Incorporation by Reference. In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control. The Declaration and the Articles are hereby incorporated herein by reference.

1.4 Corporate Seal. The Association may have a seal in a form approved by the Board.

1.5 Designation of Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of the Association.

1.6 Books and Records. The books, records and papers of the Association shall be made available for inspection by any Member or any person designated by the Member in writing as the Member's representative during reasonable business hours within ten (10) business days of such request. Each Member may also purchase copies of the Association records within ten (10) business days of such request for a reasonable price, not to exceed any limit imposed by law. Notwithstanding the foregoing, the following are not subject to inspection by any party other than the Board of Directors, its management agent, if any, and its attorneys and accountants, as necessary and appropriate:

(1) Privileged communication between an attorney for the Association and the Association, including, but not limited to, legal advice from an attorney for the Board or the Association;

- (2) Pending litigation;
- (3) Meeting minutes or other records of a closed executive session of the Board held in accordance with Arizona law;
- (4) Personal, health or financial information about an individual Member of the Association, an individual employee of the Association, or an individual employee of a contractor for the Association;
- (5) Records relating to job performance of, compensation of, health records of, or specific complaints against an individual employee of the Association or an individual employee of a contractor of the Association who works under the direction of the Association;
- (6) Financial and other records of the Association if disclosure would violate any state or federal law; and
- (7) Any other records which may be withheld pursuant to the law.

1.7 Amendment. These Bylaws may be amended by the Members by two-thirds (2/3) vote of the votes cast or a majority of the total votes in the Association, whichever is less. Notwithstanding the foregoing, the Board may amend these Bylaws in order to conform these Bylaws to Arizona law, without a vote of the Members.

1.8 Indemnification. The Association shall indemnify every officer, director, and agent of the Association against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon any officer or director of the Association in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer, director, or an agent of the Association, except for their own individual willful misfeasance, malfeasance, misconduct or bad faith. The officers, directors, and agents shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except indirectly to the extent that such officers or directors may also be Owners of the Association and therefore subject to Assessment to fund a liability of the Association), and the Association shall indemnify and forever hold each such officer, director, and agent free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, agent or former officer, director, or agent of the Association, may be entitled. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law; provided, however, that the Association shall have the right to refuse indemnification if the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Association, at its own expense and through counsel of its own choosing, to defend him or her in the action.

1.9 Collection Policy. In connection with its obligation to levy and collect Assessments, the Board of Directors may establish and make available to the Members of the Association a collection policy that sets forth the due dates, delinquency dates, and late charges

with respect to Assessments and the collection procedures that may be employed if Assessments are not paid in a timely manner.

1.10 Architectural Committee. The Architectural Committee shall consist of three (3) regular members and any alternates the Board deems appropriate. The members of the Architectural Committee shall be appointed by the Board. No members are required to be an architect or to meet any other particular qualifications; however, at least one Director must serve on the Architectural Committee as the chair of the Architectural Committee.

ARTICLE 2

MEETINGS OF MEMBERS

2.1 Annual Meeting. An annual meeting of the Members of the Association shall be held at least once every fourteen (14) months. The annual meeting shall be held within Maricopa County at such time and place as is determined by the Board.

2.2 Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board or upon written request signed by Members having at least one-tenth (1/10) of the total authorized votes in the Association.

2.3 Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting by delivering a copy of each notice not less than ten (10) nor more than fifty (50) days before such meeting to each Member entitled to vote thereat addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Notice may be sent electronically to the extent permitted by Arizona law. Such notice shall specify the place, day and hour of the meeting, and, in the case of special meeting, the purpose of the meeting. By attending a meeting, a Member waives any right that the Member may have had to object to the meeting on the basis that the proper notice of the meeting was not given in accordance with these Bylaws or the statutes of the State of Arizona.

2.4 Quorum. Except as otherwise provided in the Articles, the Declaration or these Bylaws or as may be provided by applicable law, the presence in person or by absentee ballot of Members entitled to cast one-tenth (1/10th) of the total authorized votes in the Association shall constitute a quorum at all meetings of the Members.

2.5 Method of Voting. At all meetings of the Members a vote may be cast in person or by absentee ballot and the Board may allow for voting by some other form of delivery. Votes may be cast by any electronic method permitted by Arizona law.

2.6 Joint Ownership. When more than one person is the Owner of any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they, among themselves, determine; however, in no event shall more than one (1) vote be cast with respect to any Lot. The votes for each Lot must be cast as a whole unit, and fractional votes shall not be allowed. In the event that joint Owners are unable to agree among themselves as to how their vote or votes shall

be cast, they shall lose their right to vote on the matter in question. If an Owner casts a ballot representing a certain Lot, it will thereafter be conclusively presumed for all purposes that he/she was acting with the authority and consent of all other Owners of the same Lot. In the event more than one ballot is cast for a particular Lot and there is a conflict among the ballots, none of the votes shall be counted and said votes shall be deemed void.

2.7 Corporate Ownership. In the event any Lot is owned by a corporation, partnership, limited liability company or other association, the corporation, partnership, limited liability company or association shall be a Member and an individual who is an officer, director, manager, managing member or partner of such entity shall have the power to vote.

2.8 Suspension of Voting Rights. In the event any Owner is in arrears in the payment of any assessments or other amounts due under any of the provisions of the Project Documents for a period of fifteen (15) days, the Owner's right to vote as a Member of the Association shall be suspended and shall remain suspended until all payments, together with accrued interest, late charges, and all attorney's fees incurred, are brought current and kept current. In the event an Owner is otherwise in violation of the Project Documents, the Board of Directors may suspend such Owner's right to vote as a Member of the Association for any reasonable time period as determined by the Board, as further provided in the Declaration.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Number. The affairs of this Association shall be managed by a board of not less than three (3) and not more than nine (9) directors. All directors must be Members of the Association or an officer in, partner of, member of, director of, agent of, or owner of a Member if the Member is not one or more individuals. The Board of Directors may increase and decrease the number of directors on the Board but the number of directors must always be an odd number of not less than three (3) and not more than nine (9) directors.

3.2 Nomination, Election/Appointment and Term of Office.

3.2.1 Nominations for election to the Board may be made by Members, by the Board of Directors and if appointed by the Board, by a nominating committee. Nominations shall be made in accordance with a procedure established by the Board of Directors.

3.2.2 Directors will be elected or appointed annually by the Members. If there are more nominees than the number of positions open on the Board of Directors, the Directors will be elected by a plurality vote of the Members. If, however, (a) all Members are given written notice of the opportunity to self-nominate to serve on the Board of Directors, (b) Members are given at least ten (10) days after such notice is sent to respond with their self-nomination, and (c) there are not more nominees than the number of positions open on the Board of Directors, then such nominees shall be automatically appointed to the Board of Directors without the requirement for an election.

3.2.3 Directors shall hold office for a term of one year and until their successors are elected, unless a director sooner resigns, is disqualified or is removed.

3.3 Removal and Resignation. Any Director may be removed with or without cause at a special Members' meeting called for such purpose, by a vote of the Members of the Association, in accordance with Arizona law regarding the removal of Directors. Any Director may resign at any time by giving written notice to the Board, the President, or the Secretary, and the resignation shall be effective as of the date of receipt or at any later time specified in this notice.

3.4 Vacancies. Except for vacancies on the Board caused by the removal of a director in accordance with the provisions of Section 3.3 of these Bylaws, any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum or by a sole remaining director, and any director so chosen shall hold office for the remainder of the unexpired term of the director who is being replaced. When one or more directors resigns from the Board, effective at a future time, a majority of the directors then in office, including those who have so resigned, may fill such vacancy, the vote on the vacancy to take effect when such resignation becomes effective. If by reason of death, resignation or otherwise, the Association has no directors in office, any Member may call a special meeting of the Members for the purpose of electing the Board of Directors.

3.5 Compensation. No director shall receive compensation for any service the director may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

3.6 Action Taken Without a Meeting. Unless otherwise expressly restricted by statute, the Declaration, the Articles, or these Bylaws, the directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written consent of all the directors. Any such written consent shall be filed with the minutes of the proceedings of the Board.

3.7 Meetings.

3.7.1 Regular or special meetings of the Board may be held by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation at such meeting shall constitute presence in person at the meeting.

3.7.2 Regular meetings of the Board of Directors shall be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of the time and place of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, e-mail, telephone, or other legally-recognized electronic means at least forty-eight (48) hours prior to the day named for the meeting. Notice of regular meetings of the Board shall be given to Members at least forty-eight (48) hours in advance of the meeting by newsletter, conspicuous posting, or any other reasonable means as determined by the Board of

Directors. The failure of any Member to receive actual notice of a meeting of the Board does not affect the validity of any action taken at that meeting.

3.7.3 Special meetings of the Board of Directors may be called to discuss business that cannot be delayed until the next regular Board meeting and the minutes of such special meeting must state the reason necessitating the special meeting. Special meetings of the Board of Directors shall be held when called by the President or by any two Directors, after not less than forty-eight (48) hours notice to each Director, given personally or by mail, e-mail, telephone, or other legally-recognized electronic means, unless emergency circumstances necessitate a meeting before forty-eight (48) hours notice can be given. Notice of special meetings of the Board shall be given to Members at least forty-eight (48) hours in advance of the meeting by newsletter, conspicuous posting, or any other reasonable means as determined by the Board of Directors, unless emergency circumstances necessitate a meeting before forty-eight (48) hours notice can be given. The notice shall specify the time and place of the meeting and the nature of any special business to be considered.

3.7.4 Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.7.5 An agenda will be available to all Members attending a Board meeting.

3.8 Open Meetings and Executive Sessions. Unless the Board or a committee is permitted by Arizona law to hold a closed meeting or a closed executive session for portions of a meeting, all meetings of the Board of Directors and all regularly scheduled meetings of committees of the Association shall be open to the Members. At any open meeting of the Board of Directors, Members will be entitled to speak before the Board takes formal action on an item under discussion in addition to any other opportunities to speak. The Board of Directors may meet in closed session to discuss the following:

- (1) Legal advice from an attorney for the Board or the Association;
 - (2) Pending or contemplated litigation;
 - (3) Personal, health, or financial information about an individual Member of the Association, an individual employee of the Association, or an individual employee of a contractor for the Association;
 - (4) Matters relating to job performance of, compensation of, health records of, or specific complaints against an individual employee of the Association, or an individual employee of a contractor of the Association who works under the direction of the Association;
 - (5) An Owner's appeal of any violation cited or penalty imposed by the Association except on request of the affected Owner that the meeting be held in an open session;
- and

(6) Any other matters for which the law allows the Board to meet in executive session.

3.9 Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly-held meeting at which a quorum is present shall be regarded as the act of the Board.

3.10 Attendance at Meetings. If any director misses two (2) or more meetings out of four (4) successive meetings of the Board, including special meetings of which he/she has been given notice as provided in Section 3.7, such Director, unless otherwise determined by two-thirds (2/3) of the directors present at a meeting at which a quorum is present, shall be automatically removed as a director.

3.11 Powers. The Board shall have all of the powers necessary for the administration of the affairs of the Association and may do all such acts and things as are not by the Project Documents required to be exercised or done by the Members. In addition to the powers and duties imposed by these Bylaws or by any resolution of the Members that may hereafter be adopted, the Board shall have the following powers:

3.11.1 Open bank accounts on behalf of the Association and designate the signatories thereon;

3.11.2 Make, or contract for the making, of repairs, additions to, improvements to or alterations of the Areas of Association Responsibility, in accordance with the Project Documents, after damage or destruction by fire or other casualty, or as a result of condemnation or eminent domain proceedings or for any other reason deemed reasonable by the Board;

3.11.3 In the exercise of its discretion, enforce by legal means the provisions of the Project Documents;

3.11.4 Designate, hire and dismiss the personnel necessary for the maintenance, operation, repair, replacement of the Areas of Association Responsibility and provide services for the Members, and, where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies and materials to be used by such personnel in the performance of their duties;

3.11.5 Provide for the operation, care, upkeep and maintenance of all of the Areas of Association Responsibility and borrow money on behalf of the Association then required in connection with the operation, upkeep and maintenance for the Areas of Association Responsibility; provided, however, the consent of Members having at least two-thirds (2/3) of the total votes in the Association shall be obtained either in writing or at a meeting called and held for such purpose in accordance with the provisions of these Bylaws in order for the Association to borrow in excess of \$10,000;

3.11.6 Prepare and adopt an annual budget for the Association prior to the commencement of each fiscal year;

3.11.7 Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the Members and their family members, guests, lessees and invitees thereon;

3.11.8 Suspend the voting rights of a Member and the right to use the Common Area in accordance with the Declaration;

3.11.9 Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the Project Documents;

3.11.10 Declare the office of a member of the Board to be vacant in accordance with Section 3.10;

3.11.11 Employ, hire and dismiss such employees and independent contractors as the Board deems necessary and to prescribe their duties and their compensation;

3.11.12 Cause to be kept a complete record of all its acts and corporate affairs;

3.11.13 Supervise all officers, agents and employees of the Association and see that their duties are properly performed;

3.11.14 Levy, collect and enforce the payment of Assessments in accordance with the provisions of the Declaration;

3.11.15 Issue, or to cause to be issued, upon written request from a person acquiring an interest in any Lot and to a lienholder, escrow agent, Owner or person designated by an Owner, a certificate in writing signed by an officer of the Association setting forth whether the assessments on a specified Lot have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate will be provided within the time period required by law. Such certificates shall be conclusive evidence of payment of any Assessment therein stated to have been paid;

3.11.16 Procure and maintain adequate property, liability and other insurance as required by the Declaration;

3.11.17 Cause all officers or employees having fiscal responsibilities to be bonded or insured, as it may deem appropriate;

3.11.18 Cause the Areas of Association Responsibility to be maintained, as more fully set forth in the Declaration; and

3.11.19 After notice and an opportunity to be heard, impose fines on Owners and residents for violations of the Declaration, the Association Rules or the Architectural Committee Rules.

3.12 Managing Agent. The Board may employ for the Association a managing agent at a compensation established by the Board. The Managing Agent shall perform such duties and services as the Board shall authorize, including, but not limited to, all of the duties listed in the Project Documents except for such duties and services that under the Project Documents and/or Arizona law may not be delegated to the Managing Agent. The Board may delegate to the Managing Agent all of the powers granted to the Board or the officers of the Association by the Project Documents other than the power to: (i) adopt the annual budget or any amendment thereto or to levy Assessments; (ii) adopt, repeal or amend Association Rules; (iii) designate signatories on Association bank accounts; (iv) borrow money on behalf of the Association; (v) acquire real property.

ARTICLE 4

OFFICERS AND THEIR DUTIES

4.1 Enumeration of Officers. The principal officers of the Association shall be the president, the vice president, the secretary, and the treasurer all of whom shall be elected by the Board. The president must be a member of the Board. Any other officers may, but need not, be members of the Board.

4.2 Election of Officers. The election of officers shall take place at the first meeting of the Board following the election of the directors.

4.3 Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

4.4 Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

4.5 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

4.7 Multiple Offices. Any two or more offices may be held simultaneously by the same person except the offices of president and secretary.

4.8 Powers and Duties. To the extent such powers and duties are not assigned or delegated to a managing agent pursuant to Section 3.12 of these Bylaws, and to the extent not otherwise determined by the Board, the powers and duties of the officers shall be as follows:

4.8.1 President. The president shall be the chief executive officer of the Association, shall preside at all meetings of the Board or the Members, shall see that orders and resolutions of the Board are carried into effect, and have general and active management of the business of the Association.

4.8.2 Vice-President. The vice-president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

4.8.3 Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, keep the corporate seal of the Association, if any, and affix it on all papers requiring said seal, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the Members together with their addresses, and shall perform such other duties as required by the Board.

4.8.4 Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds for appropriate Association purposes as directed by the Board and as set forth in the Project Documents, keep proper books of account, prepare an annual budget and a statement of income and expenditures, and, in general, perform all the duties incident to the office of treasurer.

CERTIFICATION

I hereby certify that the above amendments were adopted by the required percentage of the Members.

DATED this 28th day of December, 2015.

**VERDANTE AT WESTLAND ESTATES PROPERTY
OWNERS ASSOCIATION**, an Arizona non-profit association

By: 
Its: PRESIDENT